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URBAN A. LESTER

June 29, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 23540 FILED  
JUN 29 '01 4:05 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Cenex Harvert States Cooperative P.O. Box 04089 St. Paul, Minnesota 55164-0089

A description of the railroad equipment covered by the enclosed document is:

Seventy-five (75) railcars within the series AEX 7001 - AEX 7422 not inclusive.

A short summary of the document to appear in the index is:

Memorandum of Lease, dated as of December 1, 2000, between The Andersons, Inc., Lessor, and Cenex Harvert States Cooperative, Lessee.

Mr. Vernon A. Williams  
June 29, 2001  
Page 2

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written in a cursive style.

Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of the 1<sup>st</sup> day of December, 2000, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and, Cenex Harvest States Cooperatives, a Minnesota corporation, having its principal place of business at P.O. Box 04089, St. Paul, Minnesota, 55164-0089 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement # 200001-HSC dated as of December 1, 2000 (the "Master Lease"), and Rider # 200001-HSCR1 dated as of December 1, 2000 (the "Assigned Schedule"), whereby Lessor leases to Lessee seventy five (75) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term March 1, 2001 to February 28, 2004.
2. Lessee has no option to purchase Railcars.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

**LESSOR:**

Signed and acknowledged in the presence of:

Nail Kupp  
Thomas D. Cox

THE ANDERSONS, INC.

By:

Rasesh H. Shah

Title: President, Rail Group

STATE OF Ohio )  
COUNTY OF Cucom ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 20th day of JUNE, 2001.

R. Thomas Connolly  
Notary Public

My Commission Expires:

**R. Thomas Connolly**  
Notary Public, State of Ohio  
My Commission Expires 1-13-02

**LESSEE:**

Signed and acknowledged in the presence of:

Deanne  
Mike Klew

Cenex Harvest States Cooperatives

By:

Tom R. Medel

Title:

SR. V.P. millin, & Processing

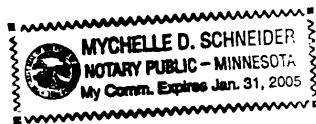
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SURFACE TRANSPORTATION BOARD

STATE OF MINNESOTA )  
 ) SS:  
COUNTY OF DAKOTA )

On this 13<sup>th</sup> day of June, 2001, before me personally appeared  
Tom R. Medd, to me personally known, who being duly sworn, says that he/she is  
the Senior Vice President of Millin, & Processing,  
that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she  
acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Mychelle Schneider  
Notary Public  
My Commission Expires: January 31, 2005

**Exhibit A**

Cenex Harvest States Cooperatives

Rider # 200001-HSCR1

Car Numbers

1	AEX	7001	39	AEX	7237
2	AEX	7002	40	AEX	7243
3	AEX	7003	41	AEX	7248
4	AEX	7007	42	AEX	7253
5	AEX	7009	43	AEX	7255
6	AEX	7015	44	AEX	7256
7	AEX	7016	45	AEX	7262
8	AEX	7022	46	AEX	7266
9	AEX	7023	47	AEX	7270
10	AEX	7024	48	AEX	7276
11	AEX	7027	49	AEX	7280
12	AEX	7028	50	AEX	7285
13	AEX	7032	51	AEX	7289
14	AEX	7035	52	AEX	7297
15	AEX	7057	53	AEX	7306
16	AEX	7060	54	AEX	7311
17	AEX	7066	55	AEX	7313
18	AEX	7070	56	AEX	7317
19	AEX	7074	57	AEX	7319
20	AEX	7089	58	AEX	7320
21	AEX	7100	59	AEX	7326
22	AEX	7105	60	AEX	7339
23	AEX	7111	61	AEX	7345
24	AEX	7113	62	AEX	7349
25	AEX	7116	63	AEX	7352
26	AEX	7125	64	AEX	7377
27	AEX	7126	65	AEX	7385
28	AEX	7133	66	AEX	7388
29	AEX	7155	67	AEX	7396
30	AEX	7166	68	AEX	7397
31	AEX	7169	69	AEX	7402
32	AEX	7188	70	AEX	7405
33	AEX	7204	71	AEX	7409
34	AEX	7207	72	AEX	7411
35	AEX	7214	73	AEX	7419
36	AEX	7225	74	AEX	7421
37	AEX	7232	75	AEX	7422
38	AEX	7235			